

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

| | |
|--|------------------------|
| IN RE: | Chapter 11 |
| W.R. GRACE & CO., <i>et al.</i> , | Case No. 01-1139 (JKF) |
| Debtors. | (Jointly Administered) |
| Objection Deadline: December 19, 2012 at 4:00 p.m. | |

**ONE HUNDRED AND THIRTY-FOURTH MONTHLY FEE APPLICATION OF
KRAMER LEVIN NAFTALIS & FRANKEL LLP, COUNSEL TO THE
OFFICIAL COMMITTEE OF EQUITY SECURITY HOLDERS, FOR
COMPENSATION AND REIMBURSEMENT OF DISBURSEMENTS
FOR THE PERIOD FROM OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

Name of Applicant: Kramer Levin Naftalis & Frankel LLP

Authorized to Provide
Professional Services to: Official Committee of Equity Security Holders

Date of Retention: As of July 18, 2001 nunc pro tunc

Period for which compensation
and reimbursement is sought: October 1, 2012 through and including
October 31, 2012

Amount of Compensation sought as
actual, reasonable and necessary: \$ 6,634.00

Amount of Expense Reimbursement
sought as actual, reasonable and
necessary: \$ 109.43

This is a(n): x monthly — interim application

Prior Applications:

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|---|--|-----------------------------|---------------------------|
| December 28, 2001 | November 1, 2001 – November 30, 2001 | \$20,099.00 / \$3,031.62 | \$20,099.00 / \$3,031.62 |
| January 25, 2002 | December 1, 2001 – December 31, 2001 | \$32,467.50 / \$2,338.23 | \$25,974.00 / \$2,338.23 |
| February 28, 2002 | January 1, 2002 – January 31, 2002 | \$23,807.50 / \$1,961.58 | \$19,046.00 / \$1,961.58 |
| April 1, 2002 | February 1, 2002 – February 28, 2002 | \$36,382.50 / \$2,894.44 | \$29,106.00 / \$2,894.44 |
| May 8, 2002 | March 1, 2002 – March 31, 2002 | \$32,575.00 / \$2,107.64 | \$26,060.00 / \$2,107.64 |
| May 15, 2002 (1 st Quarterly) | January 1, 2002 – March 31, 2002 | \$92,765.00 / \$6,963.66 | \$92,765.00 / \$6,963.66 |
| June 17, 2002 | April 1, 2002 – April 30, 2002 | \$28,794.00 / \$2,669.24 | \$23,035.20 / \$2,669.24 |
| August 5, 2002 10 th Monthly | May 1, 2002 – May 31, 2002 | \$24,232.00 / \$2,299.11 | \$19,385.60 / \$2,299.11 |
| September 4, 2002 11 th Monthly | June 1, 2002 – June 30, 2002 | \$20,392.50 / \$388.61 | \$16,314.00 / \$388.61 |
| September 18, 2002 (2 nd Quarterly) | April 1, 2002 – June 30, 2002 | \$73,418.50 / \$5,356.96 | \$69,340.00 / \$5,356.96 |
| November 4, 2002 | July 1, 2002 – July 31, 2002 | \$28,083.50 / \$1,121.59 | \$22,466.80 / \$1,121.59 |
| October 24, 2002 | August 1, 2002 – August 31, 2002 | \$33,598.50 / \$7,190.62 | \$26,878.80 / \$7,190.62 |
| November 5, 2002 | September 1, 2002 – September 30, 2002 | \$25,584.50 / \$1,761.46 | \$20,467.60 / \$1,761.46 |
| November 21, 2002 (3 rd Quarterly) | July 1, 2002 – September 30, 2002 | \$87,266.50 / \$10,070.69 | \$87,266.50 / \$10,070.69 |
| November 25, 2002 | October 1, 2002 – October 31, 2002 | \$39,887.50 / \$2,124.93 | \$31,910.00 / \$2,124.93 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--|--|-----------------------------|--------------------------|
| January 14, 2003 | November 1, 2002 – November 30, 2002 | \$18,704.00 / \$652.12 | \$18,704.00 / \$633.86 |
| February 10, 2003 | December 1, 2002 – December 31, 2002 | \$11,853.50 / \$816.82 | \$9,482.80 / \$816.82 |
| February 25, 2003 | January 1, 2003 – January 31, 2003 | \$11,100.00 / \$927.47 | \$8,880.00 / \$927.47 |
| March 11, 2003 (4 th Quarterly) | October 1, 2002 – December 31, 2002 | \$70,445.00 / \$3,575.61 | \$70,445.00 / \$3,575.61 |
| April 8, 2003 | February 1, 2003 – February 28, 2003 | \$13,418.00 / \$240.08 | \$10,734.40 / \$240.08 |
| May 6, 2003 | March 1, 2002 – March 31, 2003 | \$26,969.00 / \$452.38 | \$21,575.20 / \$452.38 |
| May 15, 2003 (5 th Quarterly) | January 1, 2003 – March 31, 2002 | \$51,487.00 / \$1,619.93 | \$51,487.00 / \$1,619.93 |
| June 4, 2003 | April 1, 2003 – April 30, 2003 | \$7,609.00 / \$1,594.42 | \$6,087.20 / \$1,594.42 |
| June 26, 2003 | May 1, 2003 – May 31, 2003 | \$9,411.00 / \$107.57 | \$7,528.77 / \$107.57 |
| August 13, 2003 | June 1, 2003 – June 30, 2003 | \$10,427.00 / \$137.09 | \$8,341.60 / \$137.09 |
| August 21, 2003 (6 th Quarterly) | April 1, 2003 – June 30, 2003 | \$27,447.00 / \$1,839.08 | \$27,447.00 / \$1,839.08 |
| September 25, 2003 | July 1, 2003 – July 31, 2003 | \$9,272.50 / \$32.30 | \$7,418.00 / \$32.30 |
| October 2, 2003 | August 1, 2003 – August 31, 2003 | \$9,815.50 / \$130.93 | \$489.69 / \$130.93 |
| November 26, 2003 | September 1, 2003 – September 30, 2003 | \$15,004.00 / \$334.63 | \$12,003.20 / \$334.63 |
| December 19, 2003 (7 th Quarterly) | July 1, 2003 – September 30, 2003 | \$34,092.00 / \$497.86 | \$34,092.00 / \$497.86 |
| December 19, 2003 | October 1, 2003 – October 31, 2003 | \$13,134.00 / \$174.04 | \$10,507.20 / \$174.04 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--|--|-----------------------------|---------------------------|
| January 6, 2004 | November 1, 2003 – November 30, 2003 | \$14,537.00 / \$273.00 | \$11,629.60 / \$273.00 |
| January 29, 2004 | December 1, 2003 – December 31, 2003 | \$17,595.00 / \$1,599.14 | \$14,076.00 / \$1,599.14 |
| February 27, 2004 (8 th Quarterly) | October 1, 2003 – December 31, 2003 | \$34,092.00 / \$497.86 | \$34,092.00 / \$497.86 |
| February 27, 2004 | January 1, 2004 – January 31, 2004 | \$8,979.00 / \$436.37 | \$7,183.20 / \$436.47 |
| May 5, 2004 | February 1, 2004 – February 29, 2004 | \$8,888.00 / \$545.85 | \$7,110.40 / \$545.85 |
| May 28, 2004 | March 1, 2004 – March 31, 2004 | \$13,807.50 / \$472.11 | \$11,643.00 / \$472.11 |
| June 30, 2004 | April 1, 2004 – April 30, 2004 | \$14,373.50 / \$389.30 | \$2,874.70 / \$0.00 |
| July 13, 2004 (9 th Quarterly) | January 1, 2004 – March 31, 2004 | \$31,674.50 / \$1,451.43 | \$31,674.50 / \$1,451.43 |
| August 3, 2004 | May 1, 2004 – May 31, 2004 | \$10,840.00 / \$1,279.24 | \$8,672.00 / \$1,279.24 |
| August 23, 2004 | June 1, 2004 – June 30, 2004 | \$23,202.00 / \$172.12 | \$18,561.60 / \$172.12 |
| October 1, 2004 | July 1, 2004 – July 31, 2004 | \$13,523.50 / \$33.62 | \$10,818.40 / \$33.62 |
| October 29, 2004 | August 1, 2004 – August 31, 2004 | \$9,543.50 / \$125.25 | \$7,634.80 / \$125.25 |
| November 1, 2004 (10 th Quarterly) | April 1, 2004 – June 30, 2004 | \$48,415.50 / \$1,840.66 | \$48,415.50 / \$1,840.66 |
| November 2, 2004 | September 1, 2004 – September 30, 2004 | \$24,483.00 / \$836.33 | \$19,586.40 / \$836.33 |
| November 23, 2004 | October 1, 2004 – October 31, 2004 | \$128,959.00 / \$6,922.76 | \$103,167.20 / \$6,922.76 |
| December 28, 2004 | November 1, 2004 – November 30, 2004 | \$153,725.00 / \$4,236.79 | \$122,980.00 / \$4,236.79 |
| January 27, 2005 (11 th Quarterly) | July 1, 2004 – September 30, 2004 | \$47,550.00 / \$995.20 | \$47,550.00 / \$995.20 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--|--|-----------------------------|----------------------------|
| February 2, 2005 | December 1, 2004 – December 31, 2004 | \$123,833.00 / \$3,246.49 | \$102,312.89 / \$3,246.49 |
| March 8, 2005 | January 1, 2005 – January 31, 2005 | \$132,776.50 / \$8,060.80 | \$132,776.50 / \$8,060.80 |
| March 28, 2005 | February 1, 2005 – February 28, 2005 | \$24,706.50 / \$2,444.84 | \$24,706.50 / \$2,444.84 |
| April 7, 2005 (12 th Quarterly) | October 1, 2004 – December 31, 2004 | \$406,517.00 / \$14,406.04 | \$406,517.00 / \$14,406.04 |
| April 29, 2005 | March 1, 2005 – March 31, 2005 | \$26,414.00 / \$2,827.24 | \$26,414.00 / \$2,827.24 |
| May 16, 2005 (13 th Quarterly) | January 1, 2005 – March 31, 2005 | \$183,897.00 / \$12,593.68 | \$183,897.00 / \$12,593.68 |
| May 31, 2005 | April 1, 2005 – April 30, 2005 | \$29,522.00 / \$1,323.60 | \$29,522.00 / \$1,323.60 |
| June 21, 2005 | May 1, 2005 – May 31, 2005 | \$19,218.50 / \$2,198.56 | \$19,218.50 / \$2,198.56 |
| July 28, 2005 (as Amended on August 10, 2005) | June 1, 2005 -- June 30, 2005 | 25,731.00 / \$119.33 | \$25,731.00 / \$119.33 |
| August 29, 2005 | July 1, 2005 – July 31, 2005 | \$31,738.00 / \$2,829.07 | \$31,738.00 / \$2,829.07 |
| August 30, 2005 (14th Quarterly) | April 1, 2005 – June 30, 2005 | \$74,471.50 / \$3,641.49 | \$74,471.50 / \$3,641.49 |
| September 29, 2005 | August 1, 2005 – August 31, 2005 | \$32,109.00 / \$2,271.66 / | \$32,109.00 / \$2,271.66 |
| October 31, 2005 | September 1, 2005 - September 30, 2005 | \$15,709.00 / \$247.99 | \$15,709.00 / \$247.99 |
| November 29, 2005 | October 1, 2005 - October 31, 2005 | \$19,318.50 / \$646.56 | \$19,318.50 / \$646.56 |
| December 29, 2005 | November 1, 2005 - November 30, 2005 | \$38,258.50 / \$1,247.28 | \$38,258.50 / \$1,247.28 |
| January 30, 2006 | December 1, 2005 - December 31, 2005 | \$17,967.50 / \$1,059.46 | \$17,967.50 / \$1,059.46 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|------------------------------|-----------------------------|
| March 1, 2006 | January 1, 2006 - January 31, 2006 | \$8,287.00 / \$1,176.17 | \$8,287.00 / \$1,176.17 |
| March 30, 2006 | February 1, 2006 - February 28, 2006 | \$22,842.00 / \$1,779.77 | \$22,842.00 / \$1,779.77 |
| May 1, 2006 | March 1, 2006 March 31, 2006 | \$43,621.00 / \$2,496.06 | \$43,621.00 \$2,496.06 |
| May 30, 2006 | April 1, 2006 April 30, 2006 | \$18,841.00 / \$752.39 | \$18,841.00 \$752.39 |
| July 5, 2006 | May 1, 2006 May 31, 2006 | \$34,354.00 / \$1,337.49 | \$34,354.00 \$1,337.49 |
| August 2, 2006 | June 1, 2006 June 30, 2006 | \$21,401.00 / \$725.30 | \$21,401.00 \$725.30 |
| August 18, 2006 | April 1, 2006 June 30, 2006 | \$74,596.00 / \$2,815.18 | \$74,596.00 \$2,815.18 |
| August 30, 2006 | July 1, 2006 July 31, 2006 | \$29,474.50 / \$1,604.51 | \$29,474.50 \$1,604.51 |
| October 2, 2006 | August 1, 2006 August 31, 2006 | \$67,103.00 / \$1,604.51 | \$67,103.00 \$1,604.51 |
| October 30, 2006 | September 1, 2006 September 30, 2006 | \$50,691.50 / \$2,050.23 | \$50,691.50 \$2,050.23 |
| December 6, 2006 | October 1, 2006 October 31, 2006 | \$72,062.75 / \$3,977.84 | \$72,062.75 \$3,977.84 |
| January 5, 2007 | November 1, 2006 November 30, 2006 | \$66,045.00 / \$5,215.60 | \$66,045.00 \$5,215.60 |
| February 23, 2007 | December 1, 2006 December 31, 2006 | \$101,658.25 / \$5,001.94 | \$101,658.25 \$5,001.94 |
| March 7, 2007 | January 1, 2007 January 31, 2007 | \$45,555.00 / \$6,097.61 | \$45,555.00 \$6,097.61 |
| March 29, 2007 | February 1, 2007 February 28, 2007 | \$56,976.00 \$4,529.94 | \$56,976.00 \$4,529.94 |
| April 30, 2007 | March 1, 2007 March 31, 2007 | \$60,848.00 \$4,859.66 | \$60,848.00 \$4,859.66 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|--|---------------------------------|---------------------------------|
| June 12, 2007 | April 1, 2007 April 30, 2007 | \$56,370.00 \$2,554.14 | \$56,370.00 \$2,554.14 |
| July 2, 2007 | May 1, 2007 May 31, 2007 | \$61,684.23 \$10,491.04 | \$61,684.23 \$10,491.04 |
| July 30, 2007 | June 1, 2007 June 30, 2007 | \$68,538.00 \$6,437.44 | \$68,538.00 \$6,437.44 |
| August 29, 2007 | July 1, 2007 July 31, 2007 | \$40,505.50 \$3,124.55 | \$40,505.50 / \$3,124.55 |
| October 1, 2007 | August 1, 2007 August 31, 2007 | \$61,201.50 \$1,618.34 | \$61,201.50 / \$1,618.34 |
| October 29, 2007 | September 1, 2007 September 30, 2007 | \$106,912.50 \$4,480.51 | \$106,912.50 / \$4,480.51 |
| November 29, 2007 | October 1, 2007 October 31, 2007 | \$165,731.50 \$14,100.98 | \$165,731.50 / \$14,100.98 |
| January 7, 2008 | November 1, 2007 November 30, 2007 | \$154,817.00 \$12,511.24 | \$154,817.00 / \$12,511.24 |
| February 11, 2008 | December 1, 2007 December 31, 2007 | \$77,688.00 \$50,222.40 | \$77,688.00 / \$50,222.40 |
| April 8, 2008 | February 1, 2008 February 29, 2008 ¹ | \$ 186,440.25 \$ 5,761.46 | \$186,440.25 / \$5,761.46 |
| May 1, 2008 | March 1, 2008 March 31, 2008 | \$ 61,062.50 \$ 3,272.45 | \$61,062.50 / \$3,272.45 |
| May 29, 2008 | April 1, 2008 April 30, 2008 | \$ 115,451.50 / \$ 10,234.48 | \$ 115,451.50 / \$ 10,234.48 |
| June 30, 2008 | May 1, 2008 May 31, 2008 | \$ 35,113.50 / \$ 139.19 | \$ 35,113.50 / \$ 139.19 |

¹ The Fee Application filed on April 8, 2008 inadvertently contained time billed and necessary expenses incurred for the time period January 1, 2008 through January 31, 2008 in addition to the time billed and necessary expenses incurred for the time period February 1, 2008 through February 29, 2008. Kramer Levin Naftalis & Frankel LLP filed a certification of counsel further explicating the error and clarifying the treatment of the Fee Application filed on April 8, 2008 [Docket No. 18659].

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|--------------------------------|--------------------------------|
| July 31, 2008 | June 1, 2008 June 30, 2008 | \$ 90,179.75 / \$ 1,197.96 | \$ 90,179.75 / \$ 1,197.96 |
| August 31, 2008 | July 1, 2008 July 31, 2008 | \$ 46,403.75 / \$ 2,634.24 | \$ 46,403.75 / \$ 2,634.24 |
| September 30, 2008 | August 1, 2008 August 31, 2008 | \$ 130,393.00 / \$ 1,139.48 | \$ 130,393.00 / \$ 1,139.48 |
| October 31, 2008 | September 1, 2008 September 30, 2008 | \$ 94,751.25 / \$ 2,437.87 | \$ 94,751.25 / \$ 2,437.87 |
| December 1, 2008 | October 1, 2008 October 31, 2008 | \$ 96,512.00 / \$ 3,351.45 | \$ 96,512.00 / \$ 3,351.45 |
| January 5, 2009 | November 1, 2008 November 30, 2008 | \$ 72,736.50 / \$ 5,015.70 | \$ 72,736.50 / \$ 5,015.70 |
| January 29, 2009 | December 1, 2008 December 31, 2008 | \$ 38,727.50 / \$ 659.48 | \$ 37,407.50 / \$ 659.48 |
| March 3, 2009 | January 1, 2009 January 31, 2009 | \$ 57,246.00 / \$ 774.91 | \$ 57,246.00 / \$ 774.91 |
| March 31, 2009 | February 1, 2009 February 28, 2009 | \$ 58,153.50 / \$ 873.67 | \$ 58,153.50 / \$ 873.67 |
| April 29, 2009 | March 1, 2009 March 31, 2009 | \$ 82,150.50 \$ 3,410.61 | \$ 82,094.50 / \$ 3,410.61 |
| June 1, 2009 | April 1, 2009 April 30, 2009 | \$ 59,641.00 \$ 1,266.77 | \$ 59,641.00 / \$ 1,266.77 |
| June 29, 2009 | May 1, 2009 May 31, 2009 | \$ 81,616.00 \$ 993.03 | \$ 81,616.00 / \$ 993.03 |
| July 30, 2009 | June 1, 2009 June 30, 2009 | \$ 74,739.50 \$ 3,385.80 | \$ 74,739.50 / \$ 3,385.80 |
| September 1, 2009 | July 1, 2009 July 31, 2009 | \$ 28,694.50 \$ 8,575.98 | \$ 28,694.50 / \$ 8,575.98 |
| October 1, 2009 | August 1, 2009 August 31, 2009 | \$ 62,840.50 \$ 4,375.92 | \$ 62,840.50 / \$ 4,375.92 |
| October 29, 2009 | September 1, 2009 September 30, 2009 | \$ 78,706.50 \$ 7,370.53 | \$ 78,706.50 / \$ 7,370.53 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|-------------------|---|-----------------------------|-------------------------------|
| November 30, 2009 | October 1, 2009 October 31, 2009 | \$ 22,088.75 \$ 2,199.84 | \$ 22,088.75 / \$ 2,199.84 |
| December 29, 2009 | November 1, 2009 November 30, 2009 | \$ 33,770.50 \$ 510.91 | \$ 33,770.50 / \$ 510.91 |
| February 1, 2010 | December 1, 2009 December 31, 2009 | \$ 12,447.50 \$ 655.77 | \$ 12,447.50 / \$ 655.77 |
| March 1, 2010 | January 1, 2010 January 31, 2010 | \$ 32,785.50 \$ 1,669.76 | \$ 32,785.50 / \$ 1,347.96 |
| March 29, 2010 | February 1, 2010 February 28, 2010 | \$ 9,882.00 \$ 107.90 | \$ 9,882.00 \$ 107.90 |
| April 28, 2010 | March 1, 2010 March 31, 2010 | \$ 4,559.00 \$ 361.53 | \$ 4,559.00 \$ 361.53 |
| June 1, 2010 | April 1, 2010 April 30, 2010 | \$ 9,145.50 \$ 271.51 | \$ 9,145.50 \$ 271.51 |
| July 1, 2010 | May 1, 2010 May 31, 2010 | \$ 3,009.00 \$ 270.08 | \$ 3,009.00 \$ 270.08 |
| August 5, 2010 | June 1, 2010 June 30, 2010 | \$ 1,924.50 \$ 108.77 | \$ 1,924.50 \$ 108.77 |
| August 30, 2010 | July 1, 2010 July 31, 2010 | \$ 1,678.50 \$ 0.00 | \$ 1,678.50 \$ 0.00 |
| October 1, 2010 | August 1, 2010 August 31, 2010 | \$ 3,093.00 \$ 73.96 | \$ 3,093.00 \$ 73.96 |
| October 28, 2010 | September 1, 2010 September 30, 2010 | \$ 457.50 \$ 58.00 | \$ 457.50 \$ 58.00 |
| December 1, 2010 | October 1, 2010 October 31, 2010 | \$ 1,372.50 \$ 84.66 | \$ 1,372.50 \$ 84.66 |
| December 30, 2010 | November 1, 2010 November 30, 2010 | \$ 5,221.50 \$ 19.59 | \$ 5,221.50 \$ 19.59 |
| February 1, 2011 | December 1, 2010 December 31, 2010 | \$ 10,252.00 \$ 143.61 | \$ 10,252.00 \$ 143.61 |
| March 1, 2011 | January 1, 2011 January 31, 2011 | \$ 16,502.50 \$ 83.40 | \$ 16,502.50 \$ 83.40 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|--------------------|---|-----------------------------|-----------------------------|
| April 1, 2011 | February 1, 2011 February 28, 2011 | \$ 27,809.50 \$ 1,767.02 | \$ 27,809.50 \$ 1,767.02 |
| May 2, 2011 | March 1, 2011 March 31, 2011 | \$ 9,782.50 \$ 194.39 | \$ 9,782.50 \$ 194.39 |
| May 31, 2011 | April 1, 2011 April 30, 2011 | \$ 7,061.50 \$ 177.64 | \$ 7,061.50 \$ 177.64 |
| July 5, 2011 | May 1, 2011 May 31, 2011 | \$ 63,376.00 \$ 1,024.58 | \$ 63,376.00 \$ 1,024.58 |
| August 1, 2011 | June 1, 2011 June 30, 2011 | \$ 21,448.76 \$ 940.85 | \$ 21,448.76 \$ 940.85 |
| September 6, 2011 | July 1, 2011 July 31, 2011 | \$27,311.00 \$1,499.88 | \$27,311.00 \$1,499.88 |
| September 29, 2011 | August 1, 2011 August 31, 2011 | \$14,729.00 \$574.70 | \$14,729.00 \$574.70 |
| October 26, 2011 | September 1, 2011 September 30, 2011 | \$7,854.00 \$233.60 | \$7,854.00 \$233.60 |
| December 1, 2011 | October 1, 2011 October 31, 2011 | \$2,208.00 \$9.19 | \$2,208.00 \$9.19 |
| December 28, 2011 | November 1, 2011 November 30, 2011 | \$9,481.00 \$3.56 | \$9,481.00 \$3.56 |
| February 9, 2012 | December 1, 2011 December 31, 2011 | \$2,300.00 \$80.27 | \$2,300.00 \$80.27 |
| February 29, 2012 | January 1, 2012 January 31, 2012 | \$6,836.00 \$0.00 | \$6,836.00 \$0.00 |
| March 28, 2012 | February 1, 2012 February 29, 2012 | \$22,397.00 \$94.13 | \$22,397.00 \$94.13 |
| April 30, 2012 | March 1, 2012 March 31, 2012 | \$5,885.50 \$58.77 | \$5,885.50 \$58.77 |
| June 1, 2012 | April 1, 2012 April 30, 2012 | \$5,205.50 \$147.53 | \$4,164.40 \$147.53 |
| July 2, 2012 | May 1, 2012 May 31, 2012 | \$25,164.50 \$1,158.62 | \$20,131.60 \$1,158.62 |

| Date Filed | Period Covered | Requested Fees/ Expenses | Paid Fees/ Expenses |
|------------------|---|-----------------------------|-------------------------|
| July 31, 2012 | June 1, 2012 June 30, 2012 | \$10,411.00 \$98.06 | \$8,328.80 \$98.06 |
| August 29, 2012 | July 1, 2012 July 31, 2012 | \$7,133.00 \$273.86 | \$5,706.40 \$273.86 |
| October 1, 2012 | August 1, 2012 August 31, 2012 | \$21,730.00 \$438.33 | \$17,384.00 \$438.33 |
| October 24, 2012 | September 1, 2012 September 30, 2012 | \$2,681.00 \$104.50 | \$0.00 \$0.00 |

SUMMARY OF TIME FOR BILLING PERIOD

| <u>ATTORNEY</u> | <u>DEPARTMENT</u> | <u>HOURS</u> | <u>HOURLY RATE</u> | <u>AMOUNT</u> |
|---------------------|-------------------|--------------|--------------------|-------------------|
| BENTLEY, PHILIP | PARTNER | 1.00 | 865.00 | 865.00 |
| BLABEY, DAVID E | ASSOCIATE | 5.60 | 720.00 | 4,032.00 |
| HALVERSON, DARREN C | ASSOCIATE | 2.70 | 485.00 | 1,309.50 |
| SHAIN, ALIYA | PARALEGAL | 1.50 | 285.00 | 427.50 |
| | Total | <u>10.80</u> | | <u>\$6,634.00</u> |

COMPENSATION SUMMARY BY PROJECT CATEGORY

| Project Category | Total Hours for the Period | Total Fees for the Period |
|-----------------------------|-----------------------------------|----------------------------------|
| Case Administration | 0.40 | \$ 217.50 |
| Reorganization Plan | 8.40 | \$ 5,305.50 |
| Fee Applications, Applicant | 2.00 | \$ 1,111.00 |
| Total | 10.80 | \$ 6634.00 |

**SCHEDULE OF TIME CHARGES AND RATES
FOR THE PERIOD OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012**

CASE ADMINISTRATION

| <u>ATTORNEY</u> | <u>DEPARTMENT</u> | <u>HOURS</u> | <u>HOURLY RATE</u> | <u>AMOUNT</u> |
|------------------------|--------------------------|---------------------|---------------------------|----------------------|
| BLABEY, DAVID E | CRDR | 0.10 | 720.00 | 72.00 C |
| HALVERSON, DARREN C | CRDR | 0.30 | 485.00 | 145.50 C |
| | Subtotal | <u>0.40</u> | | \$ <u>217.50</u> |

REORGANIZATION PLAN

| <u>ATTORNEY</u> | <u>DEPARTMENT</u> | <u>HOURS</u> | <u>HOURLY RATE</u> | <u>AMOUNT</u> |
|------------------------|--------------------------|---------------------|---------------------------|----------------------|
| BENTLEY, PHILIP | CRDR | 1.00 | 865.00 | 865.00 C |
| BLABEY, DAVID E | CRDR | 4.90 | 720.00 | 3,528.00 C |
| HALVERSON, DARREN C | CRDR | 1.00 | 485.00 | 485.00 C |
| PARAPROFESSIONALS | | | | |
| SHAIN, ALIYA | CRDR | 1.50 | 285.00 | 427.50 C |
| | Subtotal | <u>8.40</u> | | \$ <u>5,305.50</u> |

FEE APPLICATIONS, APPLICANT

| <u>ATTORNEY</u> | <u>DEPARTMENT</u> | <u>HOURS</u> | <u>HOURLY RATE</u> | <u>AMOUNT</u> |
|------------------------|--------------------------|---------------------|---------------------------|----------------------|
| BLABEY, DAVID E | CRDR | 0.60 | 720.00 | 432.00 C |
| HALVERSON, DARREN C | CRDR | 1.40 | 485.00 | 679.00 C |
| | Subtotal | <u>2.00</u> | | \$ <u>1,111.00</u> |
| | Total | <u>10.80</u> | | \$ <u>6,634.00</u> |

SCHEDULE OF DISBURSEMENTS
FOR THE PERIOD OCTOBER 1, 2012 THROUGH OCTOBER 31, 2012

EXPENSE SUMMARY

| <u>Expense Category</u> | <u>Total Expenses</u> |
|--------------------------|-----------------------|
| WESTLAW ON-LINE RESEARCH | 109.43 |
| Subtotal | <u>\$109.43</u> |

Dated: November 29, 2012

KRAMER LEVIN NAFTALIS & FRANKEL LLP

By: /s/ David E. Blabey, Jr.

Philip Bentley, Esq.

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